

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

RIGEL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of Incorporation or organization)

94-3248524

(I.R.S. Employer Identification No.)

**1180 Veterans Boulevard
South San Francisco, California**
(Address of principal executive offices)

Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan
(Full title of the plan)

**Raul R. Rodriguez
President and Chief Executive Officer
Rigel Pharmaceuticals, Inc.
1180 Veterans Boulevard
South San Francisco, California 94080
(650) 624-1100**

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

**David Peinsipp
Carlton Fleming
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111-5800
(415) 693-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act

Large accelerated filer
Non-accelerated filer
Emerging growth company

Accelerated filer
Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--|-----------------------------|---|---|----------------------------|
| Common Stock (par value \$0.001 per share) | | | | |
| Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan | 4,000,000 | \$ 2.10 | \$ 8,400,000.00 | \$ 1,018.08 |

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall cover any additional shares of common stock which become issuable under the plan covered hereby by reason of any stock split, stock dividend, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the registrant's outstanding common stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the registrant's common stock as reported on the Nasdaq Global Market on August 5, 2019.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 4,000,000 shares of the Registrant's Common Stock to be issued pursuant to the Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended (the "2018 Plan"). The shares of the Registrant's Common Stock previously reserved for issuance under the 2018 Plan were registered on the Registrant's Registration Statement on Form S-8 (File No. 333-226700) filed with the Securities and Exchange Commission on August 8, 2018 (the "Prior Form S-8").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Pursuant to General Instruction E to Form S-8, the contents of the Prior Form S-8 are incorporated by reference herein.

The following documents have been filed by the Registrant with the Securities and Exchange Commission (the "Commission") and are incorporated herein by reference:

- [The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on February 28, 2019;](#)
- [The information specifically incorporated by reference into the Registrant's 2018 Annual Report on Form 10-K referred to above from the Registrant's definitive proxy statement relating to the Registrant's 2019 annual meeting of stockholders, filed with the Commission on April 9, 2019;](#)
- [The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019, filed with the Commission on May 7, 2019;](#)
- [The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019, filed with the Commission on August 6, 2019;](#)
- [The Registrant's Current Reports on Form 8-K filed with the Commission on January 23, 2019, February 1, 2019, March 26, 2019, May 16, 2019 and May 24, 2019; and](#)
- [The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A filed with the Commission on October 3, 2000, including any amendments or reports filed for the purpose of updating such description.](#)

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

**Exhibit
Number**

| | |
|---------|--|
| 4.1(1) | <u>Amended and Restated Certificate of Incorporation of the Company.</u> |
| 4.2(2) | <u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company.</u> |
| 4.3(3) | <u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company.</u> |
| 4.4(4) | <u>Amended and Restated Bylaws of the Company.</u> |
| 4.5(5) | <u>Specimen Common Stock Certificate of the Company.</u> |
| 5.1 | <u>Opinion of Cooley LLP.</u> |
| 23.1 | <u>Consent of Independent Registered Public Accounting Firm.</u> |
| 23.2 | <u>Consent of Cooley LLP is contained in Exhibit 5.1 to this Registration Statement.</u> |
| 24.1 | <u>Power of Attorney is contained on the signature pages to this Registration Statement.</u> |
| 99.1(6) | <u>Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan, as amended.</u> |

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- (1) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on June 24, 2003.
 - (2) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on May 29, 2012.
 - (3) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on May 18, 2018.
 - (4) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on February 2, 2007.
 - (5) Document incorporated by reference to the Company's Current Report on Form 8-K (No. 000-29889), filed with the Securities and Exchange Commission on June 24, 2003.
 - (6) Document incorporated by reference to the Company's Form 10-Q (No. 000-29889), filed with the Securities and Exchange Commission on August 6, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on August 6, 2019.

RIGEL PHARMACEUTICALS, INC

By: /s/ Raul R. Rodriguez
Raul R. Rodriguez
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Raul R. Rodriguez and Dean Schorno, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and generally to do all such things in their names and behalf in their capacities as officers and directors to enable the registrant to comply with the provisions of the Securities Act and all requirements of the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|----------------|
| <u>/s/ Raul R. Rodriguez</u> RAUL R. RODRIGUEZ | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | August 6, 2019 |
| <u>/s/ Dean Schorno</u> DEAN SCHORNO | Chief Financial Officer <i>(Principal Financial Officer)</i> | August 6, 2019 |
| <u>/s/ Gary A. Lyons</u> GARY A. LYONS | Chairman of the Board of Directors | August 6, 2019 |
| <u>/s/ Bradford S. Goodwin</u> BRADFORD S. GOODWIN | Director | August 6, 2019 |
| <u>/s/ Walter H. Moos</u> WALTER H. MOOS | Director | August 6, 2019 |
| <u>/s/ Keith A. Katkin</u> KEITH A. KATKIN | Director | August 6, 2019 |
| <u>/s/ Jane Wasman</u> JANE WASMAN | Director | August 6, 2019 |
| <u>/s/ Brian L. Kotzin</u> BRIAN L. KOTZIN | Director | August 6, 2019 |
| <u>/s/ Gregg A. Lapointe</u> GREGG A. LAPOINTE | Director | August 6, 2019 |



Carlton Fleming
+1 650 843 5865
cfleming@cooley.com

August 6, 2019

Rigel Pharmaceuticals, Inc.
1180 Veterans Blvd.
South San Francisco, CA 94080

Ladies and Gentlemen:

We have acted as counsel to Rigel Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 4,000,000 shares (the "**2018 EIP Shares**") of the Company's Common Stock, \$0.001 par value ("**Common Stock**"), pursuant to the Company's 2018 Equity Incentive Plan, as amended (the "**2018 EIP**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the 2018 EIP, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, and (d) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the 2018 EIP Shares, when sold and issued in accordance with the 2018 EIP, and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

COOLEY LLP

By: /s/ Carlton Fleming
Carlton Fleming, Partner

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Rigel Pharmaceuticals, Inc. 2018 Equity Incentive Plan of our reports dated February 28, 2019, with respect to the financial statements of Rigel Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Rigel Pharmaceuticals, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
August 6, 2019
